

Hearing Date and Time: December 16, 2008 at 10:00 a.m. (Prevailing Eastern Time)  
Objection Deadline: December 11, 2008 at 4:00 p.m. (Prevailing Eastern Time)

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Richard P. Krasnow  
Attorneys for Debtors  
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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**In re** : Chapter 11 Case No.  
:  
**LEHMAN BROTHERS HOLDINGS INC., et al.** : 08-13555 (JMP)  
:  
**Debtors.** : (Jointly Administered)  
:  
:  
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**NOTICE OF HEARING REGARDING APPLICATION OF THE  
DEBTORS PURSUANT TO SECTIONS 327(E) AND 328(A) OF  
THE BANKRUPTCY CODE AND RULE 2014 OF THE FEDERAL  
RULES OF BANKRUPTCY PROCEDURE FOR AUTHORIZATION  
TO EMPLOY AND RETAIN DECHERT LLP AS SPECIAL COUNSEL  
TO THE DEBTORS, NUNC PRO TUNC TO THE COMMENCEMENT DATE**

PLEASE TAKE NOTICE that a hearing on the annexed application (the “Application”) of Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtors in the above-referenced chapter 11 cases (together, the “Debtors”), pursuant to sections 327(e) and 328(a) of the Bankruptcy Code for authorization to employ, *nunc pro tunc*, Dechert LLP (“Dechert”) as special counsel, all as more fully described in the Application, will be held before the Honorable James M. Peck, United States Bankruptcy Judge, at the United States Bankruptcy Court, Alexander Hamilton Customs House, Courtroom 601, One Bowling Green, New York, New York 10004 (the “Bankruptcy Court”) on **December 16, 2008 at 10:00 a.m. (Prevailing Eastern Time)** (the “Hearing”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and the Local Rules of the Bankruptcy Court for the Southern District of New York, shall set forth the name of the objecting party, the basis for the objection and the specific grounds thereof, shall be filed with the Bankruptcy Court electronically in accordance with General Order M-242 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)) by registered users of the Bankruptcy Court’s case filing system and by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with two hard copies delivered directly to the chambers of the Honorable James M. Peck), and shall be served upon: (i) Weil Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attn: Richard P. Krasnow, Esq., and James T. Grogan, Esq., attorneys for the Debtors; (ii) the Office of the United States Trustee for the Southern District of New York (the “U.S. Trustee”), 33 Whitehall Street, 21st Floor, New York, New York 10004, Attn: Andy Velez-Rivera, Esq., Paul Schwartzberg, Esq., Brian Masumoto, Esq., Linda Riffkin, Esq., and Tracy Hope Davis, Esq.; (iii) Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005, Attn: Dennis F. Dunne, Esq., Dennis O’Donnell, Esq., and Evan Fleck, Esq., attorneys for the official committee of unsecured creditors appointed in these cases; and (iv) Dechert LLP, 1095 Avenue of the Americas, New York, New York 10036, Attn: Brian E. Greer, Esq. and Andrew J. Levander, Esq., so as to be so filed and received by no later than **December 11, 2008 at 4:00 p.m. (Prevailing Eastern Time)** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that if an objection to the Application is not received by the Objection Deadline, the relief requested shall be deemed unopposed, and the Bankruptcy Court may enter an order granting the relief sought without a hearing.

PLEASE TAKE FURTHER NOTICE that objecting parties are required to attend the Hearing, and failure to appear may result in relief being granted or denied upon default.

Dated: December 2, 2008  
New York, New York

/s/ Richard P. Krasnow  
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Attorneys for the Debtor  
And Debtor in Possession

Hearing Date and Time: December 16, 2008 at 10:00 a.m. (Prevailing Eastern Time)  
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In re : Chapter 11 Case No.  
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**LEHMAN BROTHERS HOLDINGS INC., et al.** : 08-13555 (JMP)  
Debtors. : (Jointly Administered)  
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**APPLICATION OF THE DEBTORS PURSUANT TO  
SECTIONS 327(e) AND 328(a) OF THE BANKRUPTCY CODE AND  
RULE 2014 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE FOR  
AUTHORIZATION TO EMPLOY AND TO RETAIN DECHERT LLP AS SPECIAL  
COUNSEL TO THE DEBTORS NUNC PRO TUNC TO THE COMMENCEMENT DATE**

TO THE HONORABLE JAMES M. PECK,  
UNITED STATES BANKRUPTCY JUDGE:

Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the “Debtors” and, collectively with their non-debtor affiliates, “Lehman”), file this Application to employ and to retain Dechert LLP (“Dechert”) as special counsel and respectfully represent:

**Background**

1. Commencing on September 15, 2008 and periodically thereafter (as applicable, the “Commencement Date”), LBHI and certain of its subsidiaries commenced with this Court voluntary cases under chapter 11 of title 11 of the United States Code (the

“Bankruptcy Code”). The Debtors’ chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”). The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On September 17, 2008, the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed the statutory committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the “Creditors’ Committee”).

3. On September 19, 2008, a proceeding was commenced under the Securities Investor Protection Act of 1970 (“SIPA”) with respect to Lehman Brothers Inc. (“LBI”). A trustee appointed under SIPA (the “SIPC Trustee”) is administering LBI’s estate.

### **Jurisdiction**

4. This Court has subject matter jurisdiction to consider and determine this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

### **Lehman’s Business**

5. Prior to the events leading up to these chapter 11 cases, Lehman was the fourth largest investment bank in the United States. For more than 150 years, Lehman has been a leader in the global financial markets by serving the financial needs of corporations, governmental units, institutional clients and individuals worldwide.

6. Additional information regarding the Debtors’ businesses, capital structures, and the circumstances leading to the commencement of chapter 11 cases is contained in the Affidavit of Ian T. Lowitt Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the

Southern District of New York in Support of First-Day Motions and Applications, filed on September 15, 2008 [Docket No. 2].

**Relief Requested**

7. By this Application, the Debtors request entry of an order, pursuant to sections 327(e) and 328(a) of the Bankruptcy Code, Rule 2014(a) of the Bankruptcy Rules, and Rule 2014-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”), authorizing the employment and retention of Dechert as special counsel, effective as of the Commencement Date to represent: (i) the Debtors in certain finance and real estate matters including loan modifications, loan and asset sales, asset management issues, and workouts and foreclosure of defaulted loans and related matters involving distressed assets (the “Real Estate Matters”); (ii) the independent directors of LBHI (the “Independent Directors”) in connection with corporate governance, investigation, and litigation matters; and (iii) the Debtors in such other matters as may be agreed to by Dechert and the Debtors.

**Basis for Relief**

8. The Debtors’ knowledge, information, and belief regarding the matters set forth in this Application are based on and made in reliance upon the Affidavit of Andrew J. Levander (the “Levander Affidavit”), sworn to on December 1, 2008, a copy of which is attached as Exhibit A.

9. The employment and retention of Dechert under the terms described herein is appropriate under sections 327(e), 328(a) and 1107(b) of the Bankruptcy Code. Section 327(e) provides for the appointment of special counsel where the proposed counsel does not possess any interest materially adverse to the debtor with regard to the matter(s) that will be handled by counsel. Section 327(e) provides:

The trustee, with the court's approval, may employ, for a specified special purpose, other than to represent the trustee in conducting the case, an attorney that has represented the debtor, if in the best interest of the estate, and if such attorney does not represent or hold any interest adverse to the debtor or to the estate with respect to the matter on which such attorney is to be employed.

11 U.S.C. § 327(e). Moreover, section 1107(b) provides that "a person is not disqualified for employment under section 327 of this title by a debtor in possession solely because of such person's employment by or representation of the debtor before the commencement of the case."

11 U.S.C. § 1107(b).

10. Accordingly, section 327(e) of the Bankruptcy Code authorizes the retention of counsel who previously represented a debtor prepetition, provided that: (a) the appointment is in the best interest of the debtor's estate; (b) counsel does not hold an interest adverse to the estate with respect to the matter for which counsel is to be employed; and (c) the specified special purpose for which counsel is being retained does not rise to the level of conducting the bankruptcy case for the debtor in possession. *See In re DeVlieg, Inc.*, 174 B.R. 97 (N.D. Ill. 1994); *see also In re AroChem Corp.*, 176 F.3d 610, 622 (2d Cir. 1999) (noting that "where the interest of the special counsel and the interest of the estate are identical with respect to the matter for which special counsel is retained, there is no conflict and the representation can stand") (emphasis in original). As explained more fully below, the Debtors submit that each of these factors is satisfied with respect to Dechert and, therefore, its retention should be approved under section 327(e) of the Bankruptcy Code.

**The Employment and Retention of Dechert is in the Best Interests of the Estates**

11. The Debtors' decision to retain Dechert is based on several factors: (a) Dechert is well-qualified to act as special counsel in the areas for which it has been asked to

provide legal counsel; (b) prior to the Commencement Date, Dechert actively represented the Independent Directors and the Debtors with regard to various matters, including matters for which the Debtors and Independent Directors need postpetition counsel; and (c) the Debtors believe that representation by Dechert in such matters subsequent to the Commencement Date is in the best interest of the estates.

12. As described in the Levander Affidavit, Dechert provided various legal services to the Debtors and their affiliates and the Independent Directors before the Commencement Date, including the representation of:

- the Independent Directors in connection with a shareholder derivative demand letter that was sent to the Board of LBHI in May 2008. In connection with this engagement, the Independent Directors selected Dechert to represent them in connection with corporate governance, investigation and litigation matters;
- LBHI in various finance and real estate matters, including loan origination and modifications, loan sales, asset management issues and workouts of defaulted loans;
- LBI and Lehman Brothers Bank FSB in a number of corporate, finance and real estate and financial services matters;
- Neuberger Berman Management, Inc. and certain of its affiliates in financial services matters; and
- predecessors of Lehman, including Shearson Lehman Brothers, Inc., in corporate and litigation matters.

13. The Independent Directors selected Dechert as their counsel because of, *inter alia*, Dechert's prepetition representation of the Independent Directors and the firm's global reputation and extensive experience and knowledge in corporate governance, investigation and litigation matters. Dechert's litigation team has successfully represented a substantial number of entities and individuals in various litigation matters, including government investigations,

securities class actions and multidistrict litigation.<sup>1</sup> In addition, the Debtors selected Dechert to represent them in connection with the Real Estate Matters based upon, *inter alia*, Dechert's prepetition representation of the Debtors and the firm's global reputation and extensive experience and knowledge in such matters.

14. Dechert is intimately familiar with the factual and legal issues relevant to the matters on which it is to be retained and has developed a significant level of trust among the respective clients. Accordingly, Dechert is well-qualified and uniquely situated to represent the Debtors and the Independent Directors. Dechert will provide effective and efficient representation to the Debtors and the Independent Directors. Dechert is willing to act in these cases and to render the necessary professional services as special counsel and the Independent Directors. For these reasons, the Debtors submit that the employment of Dechert is in the best interests of the Debtors, their estates, and creditors.

**Dechert Does Not Represent or Hold an Interest Materially Adverse to the Debtors or to the Debtors' Estates on the Matters as to which it is to be Retained**

15. To the best of the Debtors' knowledge, Dechert does not represent or hold any interest adverse to the Debtors, their creditors, any other parties in interest herein or the U.S. Trustee with respect to the matters as to which Dechert is to be employed and retained, except as may be set forth in the Levander Affidavit. *See In re AroChem*, 176 F.3d at 622 (emphasizing that, under section 327(e) of the Bankruptcy Code, potential conflicts must be evaluated only with respect to the scope of the proposed retention). As disclosed in the Levander Affidavit,

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<sup>1</sup> Dechert has sought to be retained under section 327(e) of the Bankruptcy Code with respect to its representation of the Independent Directors because certain of Dechert's fees related to its representation of the Independent Directors will be paid by the Debtors and their estates. Dechert is also representing the Independent Directors in certain investigative and litigation matters in which the Directors are entitled to advancement and indemnification from LBHI but for which it is currently anticipated that Dechert will seek in the first instance to have the Independent Directors, legal fees paid by the D&O Insurance (defined below) or other insurance policies.

Dechert has represented and currently represents, in connection with these chapter 11 cases, certain clients who may have interests adverse to the Debtors but whose interests are not adverse to the Debtors or the Independent Directors on the matters on which Dechert would be retained. To the extent Dechert takes on any future matter adverse to the Debtors that is not set forth in the Levander Affidavit, Dechert will file a supplemental affidavit with the Court. Moreover, the Debtors understand that Dechert has implemented (and will continue to implement) appropriate ethical screens and has obtained conflict waivers that it believes are necessary to represent ethically the Debtors and the Independent Directors. *See* Levander Affidavit, ¶¶ 13-14.

16. As of the Commencement Date, according to the Levander Affidavit, the Debtors and certain of their non-debtor affiliates owed Dechert approximately \$741,265 for unbilled and billed fees and expenses incurred for services rendered prior to the Commencement Date, of which approximately \$712,081 was for fees earned and expenses incurred on account of services rendered to LBHI and to the Independent Directors. Dechert has not yet received payment of any of these outstanding amounts.<sup>2</sup> Dechert's status as a prepetition creditor of the Debtors should not be an impediment to its retention by the Debtors under section 327(e) of the Bankruptcy Code. Additionally, because Dechert is not serving as the Debtors' bankruptcy counsel, the Debtors believe that Dechert has not rendered and will not render "services . . . in contemplation of, or in connection with the case" within the meaning of section 329(a) of the Bankruptcy Code.

17. Based on the foregoing and the disclosures set forth in the Levander Affidavit, the Debtors submit that Dechert does not hold or represent any interest adverse to the

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<sup>2</sup> As set forth in the Levander Affidavit, some portion of this amount may be payable under LBHI's Management Liability and Company Reimbursement Policy (the "D&O Insurance") or other insurance policies. In addition, a portion of Dechert's prepetition fees and expenses may be paid by the Debtors' non-debtor affiliates.

Debtors or the Debtors' estates with respect to the matters on which Dechert is to be employed and retained.

**Dechert Will Not Conduct the Debtors' Bankruptcy Cases**

18. By separate applications, the Debtors have sought the Court's approval to retain and employ Weil, Gotshal & Manges LLP ("WGM") as the Debtors' general bankruptcy counsel and Curtis, Mallet-Prevost, Colt & Mosle LLP as conflicts counsel. By contrast, Dechert's postpetition work is comprised of its representation of the Independent Directors in corporate governance, investigation and litigation matters, and its representation of the Debtors in connection with the Real Estate Matters. None of these matters involves the conduct of the chapter 11 cases themselves. Accordingly, the services rendered and functions to be performed by Dechert will not be duplicative of any bankruptcy-related work performed by other law firms retained by the Debtors. Furthermore, Dechert will coordinate with the Debtors' other professionals to ensure that its services are, to the maximum extent possible, complementary to other professionals' services.

**Professional Compensation**

19. The Debtors understand that Dechert intends to apply separately to the Court for allowance of postpetition compensation and reimbursement of postpetition expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any order of this Court fixing procedures for the payment of compensation to professionals. In addition, Dechert has agreed to submit applications for interim and/or final allowances of compensation pursuant to sections 330 and 331 of the Bankruptcy Code and the rules and orders of this Court. *See* Levander Affidavit, ¶ 23.

20. Dechert has further informed the Debtors that Dechert's standard hourly rates currently range from \$610-\$1,030 for partners, \$575-\$795 for counsel, \$340-\$635 for associates, and \$110-\$275 for paralegals, subject to periodic adjustment. The Debtors believe that Dechert's hourly rates are reasonable based upon Dechert's capabilities and experience. For services rendered by Dechert in these cases, the Debtors, subject to the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, all guidelines promulgated by the U.S. Trustee, and orders of the Court, propose to pay Dechert its customary hourly rates, subject to periodic adjustment, and reimburse Dechert for its out-of-pocket expenses, as set forth in the Levander Affidavit.

**The Relief Requested is Appropriate**

21. Based upon the foregoing, the Debtors submit that the relief requested herein is essential, appropriate, and in the best interest of the Debtors' estates and creditors, and therefore, should be granted.

**Notice**

22. No trustee or examiner has been appointed in these chapter 11 cases. The Debtors have served notice of this Application in accordance with the procedures set forth in the order entered on September 22, 2008 governing case management and administrative procedures for these cases [Docket No. 285] on (i) the U.S. Trustee; (ii) the attorneys for the Creditors' Committee; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; and (vi) all parties who have requested notice in these chapter 11 cases. The Debtors submit that no other or further notice need be provided.

23. No previous request for the relief sought herein has been made to this or any other court.

WHEREFORE the Debtors respectfully request that the Court grant the relief requested and such other and further relief as is just.

Dated: December 2, 2008  
New York, New York

/s/ Richard P. Krasnow  
Richard P. Krasnow

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767 Fifth Avenue  
New York, New York 10153  
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Attorneys for Debtors  
and Debtors in Possession

**EXHIBIT A**

**Levander Affidavit**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re : Chapter 11 Case No.  
LEHMAN BROTHERS HOLDINGS INC., et al. : 08-13555 (JMP)  
Debtors. : (Jointly Administered)

**AFFIDAVIT OF ANDREW J. LEVANDER FILED  
IN SUPPORT OF THE DEBTORS' APPLICATION PURSUANT TO  
SECTIONS 327(e) AND 328(a) OF THE BANKRUPTCY CODE AND  
RULE 2014 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE  
FOR AUTHORIZATION TO EMPLOY AND TO RETAIN DECHERT LLP  
AS SPECIAL COUNSEL EFFECTIVE AS OF THE COMMENCEMENT DATE**

STATE OF NEW YORK )  
                      )  
                      ss:  
COUNTY OF NEW YORK )

ANDREW J. LEVANDER, being duly sworn, says:

1. I am a partner in the law firm of Dechert LLP ("Dechert") and practice in its offices located at 1095 Avenue of the Americas, New York, New York. I am an attorney duly admitted and in good standing to practice in the State of New York and the United States District Court for the Southern District of New York.

2. I submit this affidavit (the "Affidavit") in support of the Application (the "Application")<sup>1</sup> filed by Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors" and, collectively with their non-debtor affiliates, "Lehman") seeking authorization to employ and to retain Dechert, effective as of the Commencement Date, as special counsel to

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<sup>1</sup> Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Application.

represent (a) the Independent Directors in connection with corporate governance, investigation and litigation matters, (b) the Debtors in connection with certain real estate matters, and (c) the Debtors in such other matters agreed to by the Debtors and Dechert, as well as to provide certain disclosures under Rules 2014(a) and 2016(b) of the Bankruptcy Rules.

3. Except as otherwise provided herein, the facts stated herein are based on my personal knowledge and upon information provided to me, including conflicts searches conducted by Dechert's conflicts department (which, upon information and belief, included searches of Dechert's client records going back into the 1970s), which I caused to be made.

4. I have caused a search to be made of Dechert's conflicts database to reveal any connections with: (i) the Debtors; (ii) the Debtors' non-debtor affiliates; (iii) the directors and certain officers of LBHI; (iv) the 30 largest holders of unsecured claims of the Debtors, as set forth in the lists accompanying the Debtors' petitions; (v) the holders of the seven largest secured claims of the Debtors, as set forth in their schedule filed pursuant to Local Bankruptcy Rule 1007-2(a); and (vi) all parties who have filed a notice of appearance in the Debtors' cases (as of October 27, 2008). A chart setting forth all parties checked through our conflicts database is attached hereto as Exhibit "1."<sup>2</sup> On November 26, 2008, Dechert was provided with a conflicts checklist (the "Conflicts Checklist") from Weil, Gotshal & Manges LLP ("WGM") that contains parties that are not contained on Exhibit "1." A list of the parties on the Conflicts Checklist and not on Exhibit "1" is attached hereto as Exhibit "2." Dechert's conflicts

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<sup>2</sup> In the regular course of its practice, Dechert represents in investigation and litigation matters officers, directors, and employees of financial institutions and other entities, including entities that may have interests adverse to the Debtors and/or appear on the exhibits hereto. While Dechert's fees and expenses in such matters may be paid by those institutions, Dechert's clients are the individuals, and we have not endeavored to search for or disclose those individual representations.

department is currently conducting searches of the parties listed on Exhibit "2." Dechert will supplement this Affidavit as necessary.

**Dechert's Prepetition Representation of the Independent Directors and the Debtors**

*Prepetition Representation of the Independent Directors*

5. Prior to the Commencement Date, the Independent Directors engaged Dechert in connection with a shareholder derivative demand letter that was sent to the Board of LBHI in May 2008. In connection with this engagement, the Independent Directors selected Dechert to represent them in connection with corporate governance, investigation and litigation matters.

*Prepetition Representation of the Debtors and their affiliates*

6. Prior to the Commencement Date, Dechert represented LBHI in various finance and real estate matters, including loan origination and modifications, loan sales, asset management issues, and workouts of defaulted loans. Dechert also represented Lehman Brothers Inc. and Lehman Brothers Bank FSB in a number of corporate, finance and real estate, and financial services matters. Dechert also represented Neuberger Berman Management, Inc., and certain of its affiliates in financial services matters, as well as predecessors of Lehman, including Shearson Lehman Brothers, Inc., in corporate and litigation matters. Prepetition representations of the Debtors and their affiliates by Dechert are described on the summary chart attached hereto as Exhibit "3."

*Selection of Dechert as 327(e) Counsel*

7. The Independent Directors selected Dechert as their counsel because of Dechert's prepetition representation of the Independent Directors and the firm's global reputation and extensive experience and knowledge in corporate governance, investigation and

litigation matters. Dechert's litigation team has successfully represented a substantial number of entities and individuals in various litigation matters, including government investigations, securities class actions and multidistrict litigation.<sup>3</sup>

8. In addition, the Debtors have selected Dechert to represent them in connection with certain finance and real estate matters, including loan modifications, loan and asset sales, asset management issues and workouts and foreclosure of defaulted loans and related matters involving distressed assets (the "Real Estate Matters") based upon, *inter alia*, Dechert's prepetition representation of the Debtors and the firm's global reputation and extensive experience and knowledge in such matters.

9. Dechert is intimately familiar with the factual and legal issues relevant to the matters on which it is to be retained and has developed a significant level of trust among the respective clients. Accordingly, I believe that Dechert is well-qualified and uniquely situated to represent the Debtors and the Independent Directors. I believe that Dechert will provide effective and efficient representation to the Debtors and the Independent Directors. Dechert is willing to act in these cases and to render the necessary professional services as special counsel to the Debtors and the Independent Directors.

10. Dechert understands that WGM will continue to represent the Debtors in connection with their financial restructuring and bankruptcy matters. Dechert's postpetition representation would be comprised of the matters set forth herein, and these matters do not

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<sup>3</sup> Dechert has sought to be retained under section 327(e) of the Bankruptcy Code with respect to its representation of the Independent Directors because certain of Dechert's fees related to its representation of the Independent Directors will be paid by the Debtors and their estates. Dechert is also representing the Independent Directors in certain investigation and litigation matters for which the Directors are entitled to advancement and indemnification from LBHI but for which it is currently anticipated that Dechert will seek in the first instance to have the Independent Directors' legal fees paid by the D&O Insurance (defined below) or other insurance policies.

involve the conduct of the Debtors' cases themselves. Dechert will not perform work that is duplicative of WGM or any other law firm or professionals that the Debtors retain. Accordingly, I believe that Dechert is qualified to represent the Debtors and the Independent Directors as special counsel under section 327(e) of the Bankruptcy Code.

**Dechert's Connections With Third Parties**

11. Except as set forth herein and in the exhibits attached hereto, Dechert does not have any connection with the Debtors, their creditors, their professionals, the U.S. Trustee, or any other party in interest.

12. When LBHI and the Independent Directors approached Dechert about its possible retention, Dechert conducted a conflicts review to determine whether it could represent LBHI and the Independent Directors and, if it could, whether it would need to obtain any conflict waivers. After completing its conflicts review, Dechert determined that it could ethically represent the Debtors and the Independent Directors so long as certain ethical screens were established and certain conflict waivers were obtained. Dechert has established the ethical screens and obtained the conflict waivers it believes are reasonably necessary to represent ethically the Debtors and the Independent Directors.

13. With the express consent of the Debtors and the Independent Directors, Dechert has represented and currently represents certain parties in connection with these chapter 11 cases that may have interests adverse to the Debtors but which are not adverse on the matters on which Dechert would be retained. For example, prior to the Commencement Date, Dechert represented Korea Development Bank and Hana Financial Group, Inc., in connection with potential investment opportunities in Lehman (the "Potential Investors"). Dechert currently represents (a) the Russell Investment Group in the Debtors' cases in connection with certain

foreign currency exchange and derivative rights with respect to the Debtors, (b) Legacy Properties, LLC in connection with its rights with respect to certain of its subsidiaries that are parties to loan agreements with the Debtors, and (c) a number of institutional investors and funds with respect to securities contracts and other financial products for which LBHI or one of its affiliates was the counterparty. A chart detailing representations of clients by Dechert in connection with these chapter 11 cases is attached as Exhibit "4."

14. I do not believe that these representations constitute an actual conflict of interest for the matters upon which the Debtors and the Independent Directors seek to retain Dechert. Although Dechert intends to continue to represent the foregoing parties and to accept engagements from other parties in interest (subject to its clients' consent), Dechert does not and will not represent any potential party in interest in any matter substantially related to the matters on which Dechert is to be retained by the Debtors and the Independent Directors. To the extent Dechert takes on any future matter adverse to the Debtors that is not set forth on Exhibit "4," Dechert will file a supplemental affidavit with the Court. Moreover, as set forth above, Dechert has implemented (and will continue to implement) appropriate ethical screens and has obtained conflict waivers that it believes are necessary to represent ethically the Debtors and the Independent Directors.<sup>4</sup>

15. Dechert and certain of its partners, counsel, and associates may have in the past represented, may currently represent, and likely in the future will represent creditors of the Debtors and other parties in interest involved in these cases in connection with matters unrelated

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<sup>4</sup> A Dechert Bankruptcy and Restructuring paralegal who had assisted ministerially on behalf of the Independent Directors (but no longer does) by performing docket searches, organizing and filing corporate documents and similar tasks has provided similar services in connection with Dechert's representation of certain entities on Exhibit "4" attached hereto (which role was subsequently approved by LBHI).

to the Debtors. A summary chart detailing current and former relationships between Dechert and the various potential parties in interest and their affiliates found in Dechert's conflicts database is attached as Exhibit "5."

16. Some attorneys or employees of Dechert may receive services from the Debtors or parties in interest involved in these cases. Attorneys or other employees at Dechert or their relatives may have beneficial ownership of securities issued by, or relationships with, other parties in interest. Dechert has not conducted an investigation of such potential relationships or investments in connection with its retention. Dechert will file a supplemental affidavit with the Court if it determines that it has any other connections with any other party in interest in the Debtors' cases.

17. Furthermore, I understand that the Debtors have retained WGM as general bankruptcy counsel, Curtis, Mallet-Prevost, Colt & Mosle LLP as conflicts counsel, and Alvarez & Marsal North America, LLC as restructuring advisor. Dechert attorneys have worked with certain of these professionals on various matters. Dechert's conflicts review did not include all of the various professionals that have been retained, or are being considered for retention, by the various parties in interest in these cases. We believe it is likely that many of these professionals have relationships with or have worked with Dechert attorneys.

#### **Professional Compensation**

18. Subject to this Court's approval, and in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and any order of this Court fixing procedures for the payment of compensation to professionals, compensation for services rendered to LBHI and the Independent Directors will be payable to Dechert by the Debtors on an hourly basis. Dechert's standard hourly rates currently range from \$610-\$1,030 for partners,

\$575-\$795 for counsel, \$340-\$635 for associates, and \$110-\$275 for paralegals, subject to periodic adjustment. I believe that Dechert's hourly rates are reasonable based upon Dechert's capabilities and experience.

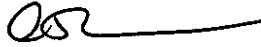
19. In addition, Dechert charges for out-of-pocket expenses, including, but not limited to, travel (transportation, lodging, and meals), facsimile, electronic research, document duplication, postage, overnight shipping, and courier expenses.

20. The Debtors and certain of their non-debtor affiliates owed Dechert approximately \$741,265 for unbilled and billed fees and expenses incurred for services rendered prior to the Commencement Date, of which approximately \$712,081 was for fees earned and expenses incurred on account of services rendered to LBHI and to the Independent Directors. Some portion of Dechert's prepetition fees and expenses may be paid by the Debtors' non-debtor affiliates. In addition, some portion of this amount may be payable under LBHI's Management Liability and Company Reimbursement Policy (the "D&O Insurance") or other insurance policies. To the extent any amounts owed to Dechert by the Debtors are paid by non-debtor affiliates, the D&O Insurance or other insurance policies, Dechert will not seek payment of such fees from the Debtors' estates and will not, unless the Court requires otherwise, seek approval of such fees from the Court.

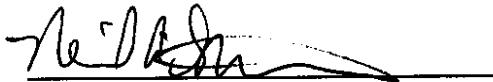
21. I do not believe Dechert's status as a prepetition creditor of the Debtors should impede its retention, since it seeks to be retained solely pursuant to section 327(e) of the Bankruptcy Code.

22. Neither Dechert, nor its partners, counsel, or associates have entered into any payment sharing agreements in connection with its representation of the Debtors.

23. Dechert recognizes that it will be required to submit applications for interim and/or final allowances of compensation pursuant to sections 330 and 331 of the Bankruptcy Code and the rules and orders of this Court. Dechert has reviewed the fee application guidelines promulgated by the UST and will comply with them.

  
\_\_\_\_\_  
Andrew J. Levander

SUBSCRIBED and sworn to  
before me the undersigned  
on this 1<sup>st</sup> day of December, 2008.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

NEIL A. STEINER  
Notary Public, State of New York  
No. 02ST6051028  
Qualified in New York County  
Commission Expires November 13, 2010

**Exhibit 1: List of All Entities Searched Through Conflicts Database**

<b><u>Debtors</u></b>	<b><u>Non-Debtor Affiliates</u></b>	
11 East Dover Limited	314 Commonwealth Ave. Inc.	ELQ Holdings B.V.
CES Aviation IX LLC	Alnwick Investments (UK) Ltd.	ELQ Hypothekan N.V.
CES Aviation LLC	Appalachian Asset Management Corp.	Executive Monetary Management, Inc.
CES Aviation V LLC	ARS Holdings I LLC	Falcon Holdings I LLC
Fundo de Investimento Multimercado Credito Privado	Aurora Loan Services LLC	Falcon Holdings II Inc
LB 745 LLC	Ballybunion Investments No. 2 Ltd.	Falcon Investor I-X Inc.
Lehman Brothers Commercial Corporation	Ballybunion Investments No. 3 Ltd.	Falcon LB Sarl
Lehman Brothers Commodity Services Inc.	Ballybunion Partnership	Furno & Del Castano Capital Partners LLP
Lehman Brothers Derivative Products Inc.	Bamburgh Investments (UK) Ltd.	Gainsborough Investments BV
Lehman Brothers Finance SA	Banque Lehman Brothers S.A.	GKI Korea Development Limited
Lehman Brothers Financial Products Inc.	Brasstown LLC	Global Korea Investments Ltd.
Lehman Brothers Holdings Inc.	Brasstown Mansfield I SCA	Global Thai Property Fund
Lehman Brothers OTC Derivatives Inc.	Bromley LLC	GRA Finance Corporation Ltd.
Lehman Brothers Special Financing Inc.	Capstone Mortgage Services Ltd.	Ivanhoe Lane Pty Limited
Lehman Commercial Paper Inc.	CIMT Limited	Kenilworth Investments 1 Ltd.
Lehman Scottish Finance L.P.	Dynamo Investments Ltd.	Kenilworth Investments 2 Ltd.
PAMI Statler Arms LLC	Eagle Energy Management, LLC	L.B.C. YK
	Eagle Energy Partners I, L.P.	LB 745 Leaseco I LLC
	East Dover Limited	LB Alpha Finance Cayman Limited
	Eldon Street Holdings Limited	LB Asset Management Ltd.

**List of All Entities Searched (Cont'd)**

LB Beta Finance Cayman Limited	LBCCA Holdings I LLC	Lehman Brothers Asset Management (Europe) Ltd.
LB Capital Investments 2 Ltd.	LBCCA Holdings II LLC	Lehman Brothers Asset Management France
LB Delta (Cayman) No 1 Ltd.	LBHK Funding (Cayman) No. 1 Ltd.	Lehman Brothers Asset Management Inc.
LB Delta Funding	LBHK Funding (Cayman) No. 4 Ltd.	Lehman Brothers Asset Management, LLC
LB Holdings Intermediate 1 Ltd.	LB-NL Holdings I Inc.	Lehman Brothers Australia Granica PTY Limited
LB Holdings Intermediate 2 Ltd.	LB-NL Holdings L.P.	Lehman Brothers Australia Holdings PTY Limited
LB I Group Inc.	LB-NL U.S. Investor Inc.	Lehman Brothers Australia Limited
LB India Holdings Cayman I Limited	LBS Holdings SARL	Lehman Brothers Bancorp Inc.
LB India Holdings Cayman II Limited	LCPI Properties Inc.	Lehman Brothers Bancorp UK Holdings Limited
LB India Holdings Mauritius I Limited	Lehman (Cayman Islands) Ltd.	Lehman Brothers Bank, FSB
LB India Holdings Mauritius II Limited	Lehman ALI Inc.	Lehman Brothers Bankhaus Aktiengesellschaft
LB Investments (UK) Limited	Lehman Brothers (Luxembourg) S.A.	Lehman Brothers Capital GmbH, Co.
LB Lease & Finance No 1. Ltd.	Lehman Brothers (PTG) Limited	Lehman Brothers Capital Private Limited
LB Russia Holdings Inc.	Lehman Brothers AIM Holding LLC	Lehman Brothers Co-Investment Associates LLC
LB Russia Holdings LLC	Lehman Brothers Alternative Investment Management LLC	Lehman Brothers Commercial Bank
LB SF No.1 Ltd.	Lehman Brothers Asia Capital Company	Lehman Brothers Asia Pacific (Singapore) PTE. Ltd.
LB SPV SCA	Lehman Brothers Asia Holdings Limited	
LB UK Financing Limited	Lehman Brothers Asia Limited	
LB UK RE Holdings Ltd.	Lehman Brothers Asia Pacific (Singapore) PTE. Ltd.	
LB3 GmbH		
LBAC Holdings I Inc.		

**List of All Entities Searched (Cont'd)**

Lehman Brothers Commercial Mortgage K.K.	Lehman Brothers International (Europe)	Lehman Brothers Securities Taiwan Limited
Lehman Brothers Commodity Services Inc.	Lehman Brothers Investment Holding Company Inc.	Lehman Brothers Services India Private Limited
Lehman Brothers Derivative Products Inc.	Lehman Brothers Investments PTE Ltd.	Lehman Brothers Singapore PTE Ltd.
Lehman Brothers Brasil Ltda	Lehman Brothers Japan Inc.	Lehman Brothers Spain Holdings Limited
Lehman Brothers Equity Finance (Cayman) Limited	Lehman Brothers Limited	Lehman Brothers Special Financing Inc.
Lehman Brothers Europe Limited	Lehman Brothers Luxembourg Investments Sarl	Lehman Brothers Treasury Co. B.V.
Lehman Brothers Financial Products Inc.	Lehman Brothers OTC Derivatives Inc.	Lehman Brothers Trust Company of Delaware
Lehman Brothers Fixed Income Securities Private Limited	Lehman Brothers P.A. LLC	Lehman Brothers Trust Company, National Association
Lehman Brothers Futures Asia Limited	Lehman Brothers Pacific Holdings Pte. Ltd.	Lehman Brothers U.K. Holdings (Delaware) Inc.
Lehman Brothers Global Investments LLC	Lehman Brothers Private Equity Advisers L.L.C.	Lehman Brothers U.K. Holdings Ltd.
Lehman Brothers Holdings Japan Inc.	Lehman Brothers Private Fund Advisers LP	Lehman Brothers UK Investments Limited
Lehman Brothers Holdings Plc	Lehman Brothers Private Fund Management LP	Lehman Capital Investments 2 Ltd.
Lehman Brothers Holdings Scottish LP	Lehman Brothers Private Funds Investment Company GP, LLC	Lehman Commercial Mortgage Conduit Ltd.
Lehman Brothers Holdings Scottish LP 2	Lehman Brothers Securities Asia Limited	Lehman Commercial Paper Inc.
Lehman Brothers Holdings Scottish LP 3	Lehman Brothers Securities N.V.	Lehman Re Ltd.
Lehman Brothers Hy Opportunities Korea Inc.	Lehman Brothers Securities Private Limited	Lehman Risk Advisors Inc.
Lehman Brothers Inc.		

**List of All Entities Searched (Cont'd)**

Lehman Risk Services (Bermuda) Ltd.	Neuberger Berman, LLC	Thayer Properties Limited
LIBRO Holdings I Inc.	New Century Finance Co., LTD.	TMIC Limited
Long Point Funding Pty Ltd.	NL Funding, L.P	Wharf Reinsurance Inc.
Louise Y.K.	Pindar Pty Ltd.	Woori-LB Fifth Asset Securitization Specialty Co., Ltd.
LW LP Inc.	Preferred Group Limited	Woori-LB Fourth Asset Securitization Specialty Co., Ltd.
M&L Debt Investments Holdings Pty Limited	Preferred Holdings Limited	Y.K. Tower Funding
M&L Debt Investments Pty Limited	Preferred Mortgages Limited	
MABLE Commercial Funding Limited	Principal Transactions Inc.	<b>Directors</b>
Maewha K-STARS Ltd.	Property Asset Management Inc.	Michael L. Ainslie
MBAM Investor Limited	Real Estate Private Equity Inc.	John F. Akers
Merit, LLC	REPE LBREP III LLC	Roger S. Berlind
MICT Limited	Resetfan Limited	Thomas H. Cruikshank
MICT Limited	Revival Holdings Limited	Marsha Johnson Evans
Neuberger & Berman Agency, Inc.	Sage Partners, LLC	Jerry A. Grundhofer
Neuberger Berman Asset Management, LLC	SAIL Investor Pte Ltd.	Sir Christopher Gent
Neuberger Berman Inc.	Serafino Investments Pty Limited	Roland A. Hernandez
Neuberger Berman Investment Services, LLC	SOGKI Development Inc.	Henry Kaufman
Neuberger Berman Management Inc.	Southern Pacific Funding 5	John D. Macomber
Neuberger Berman Pty Ltd.	Southern Pacific Mortgage Limited	<b>Officers</b>
	Storm Funding Ltd.	Erin M. Callan
	Sunrise Finance Co., Ltd.	Richard S. Fuld, Jr.
	Thayer Group Limited	Scott J. Freidheim
	Thayer Properties (Jersey) Ltd.	David Goldfarb

**List of All Entities Searched (Cont'd)**

Joseph M. Gregory	Lloyds Bank	SMBC - Sumitomo Mitsui Banking Corporation
Ian Lowitt	Mizuho Corporate Bank Ltd.	State Street Global Advisors
Hugh E. "Skip" McGee III	Mizuho Corporate Bank, Ltd. Global Syndicated Finance Division	Swedbank
Christopher M. O'Meara	National Australia Bank	<b><u>Parties Filing a Notice of Appearance</u></b>
Thomas A. Russo	Nippon Life Insurance Co.	125 High Street, L.P.
<b><u>27 Top Unsecured Creditors</u></b>	Shinkin Central Bank	1301 Properties Owner, L.L.C.
Anz Banking Group Limited	Shinsei Bank Ltd.	1301 Properties Owner, Lp c/o Paramount Group, Inc.
Aozora	Standard Chartered Bank	250 East Borrower, LLC
Australia and New Zealand Banking Group Limited, Melbourne Office	Sumitomo Mitsubishi Banking Corp	4Kids Entertainment Inc.
Australia National Bank	Svenska Handelsbanken	50 Broadway Realty Corp.
Bank of China, New York Branch	Taipei Fubon Bank, New York Agency	8 Sound Shore Associates LLC
Bank of Taiwan, New York Agency	The Bank of New York Mellon Corporation	ABM Industries, Inc.
BNP Paribas	The Bank Of Nova Scotia Singapore Branch	Abovenet Communications Inc.
Chuo Mitsui Trust & Banking	UFJ Bank Limited	Accenture LLP
Citibank N.A. Hong Kong Branch Financial Institutions	<b><u>Secured Creditors</u></b>	Access Data Corp.
Citibank, N.A.	Danske Bank	AEW Capital Management, LP
DNB Nor Bank ASA	Fenway - Hudson Castle Group Inc	AIG Financial Products Corporation
First Commercial Bank Co., Ltd, New York Agency	JPMorgan Chase	AIG Global Investment Corporation
Hua Nan Commercial Bank, Ltd	Metlife	Aliant Bank
KBC Bank		Alladin Capital Management
		Allianz Global Investors AG

**List of All Entities Searched (Cont'd)**

Amber Capital Investment Management	BHCO Master Ltd	CD Representative, L.C.
Ameren Corporation	Bloomberg Finance L.P.	CEFDEX
America's Servicing Company	Bloomberg L.P.	CFIP Master Fund, Ltd.
Ann E. Acker	BNP Paribas	Chevron Natural Gas
Arapahoe County Treasurer	BP Corporation North America Inc.	Chevron U.S.A., Inc.
Arcus Zenkei Fund	Brian Maher & Basil Maher	Chicago Board Options Exchange, Incorporated
Armstrong Teasdale LLP	Broadridge Securities Processing Solutions, Inc.	Chicago Mercantile Exchange
AT&T Inc.	Brookfield Properties One WFC Co. LLC	Chilton New Era Partners, L.P
Automated Securities Clearance LLC	Brookfield Properties One WFC Co. LLC.	CIBC World Markets Corp.
Automated Securities Clearance Ltd. d/b/a Sungard Trading Systems	Business Objects Americas	CIBC World Markets Inc.
A-V Services, Inc.	California Independent Systems Operator Corp.	Cisco Systems Capital Corporation
Avaya Inc.	California Public Employees Retirement System	Cisco Systems, Inc.
B&G Foods, Inc.	Canadian Imperial Bank Of Commerce	Citigroup Inc.
Bank of America, N.A	Cantor Fitzgerald	City of Farmers Branch, Johnson County TX
Bank of China, New York Branch	Capgemini Financial Services USA, Inc	City of Long Beach CMS Innovative Consultants
Bank of Montreal	Carlson Wagonlit B.V.	CNX Gas Company
Bank of New York Mellon	Carrollton-Farmers Branch ISD	Cognizant Technology Solutions
Bank of Taiwan	Cascade Investment, LLC	Colin B. Albaugh
Barclays Capital, Inc.	CB Richard Ellis, Inc.	Collins Building Services
Bats Holdings, Inc.		Commerzbank A.G.
Bay Harbour Management LC Bay Harbour Master Ltd.		

**List of All Entities Searched (Cont'd)**

Commodity Futures Trading Commission	Deutsche Bank Securities Inc.	Exegy Incorporated
Community Trust Bancorp Inc.	Deutsche Bank Trust Company Americas	Factiva, Inc. Factiva Limited
Compagnie Financiere Tradition SA	Direct Energy Business, LLC	Fannie Mae
Computer Financial Consultants, Inc.	Diversified Credit Investments LLC	Federal Express Corporation
Constellation Place, LLC	DNB Nor Bank ASA	Federal Home Loan Bank of Pittsburgh
Contrarian Capital Management, LLC	Dow Jones & Company, Inc.	Federal Home Loan Mortgage Corporation
Corporate Park Associates Inc.	Dresdner Bank A.G.	Federal Reserve Bank of New York
Correctnet, Inc.	Dresdner Kleinwort Group Holdings LLC	Fir Tree Capital Opportunity Master Fund, L.P
County of Monterey, California	Duke Corporate Education, f/k/a Duke Corporate Education, Inc.	First Choice Power LP
County of San Mateo, California	Duke Energy Ohio, Inc	First Commercial Bank Co., Ltd.
Credit Suisse	Dunn & Bradstreet	FMR LLC
Crossmark Corporate Investors II, L.P	East 46th Borrower, LLC	Fondiaria - Sai S.P.A
Cura Fixed Income Arbitrage Master Fund, Ltd.	Ehmd, LLC	Fred Hutchinson Cancer Research Center
Currenex, Inc.	Elliott Associates, L.P.	Frictionless Commerce, Inc.
Customer Asset Protection Company	Elliott International L.P.	FX Alliance, LLC
D.E. Shaw Oculus Portfolios, L.L.C.	EMC Corporation	FXCM Holdings, LLC
Dallas County	Energyco Marketing and Trading	Galleon Buccaneer's Offshore, Ltd
DCI Umbrella Fund PLC	Essex Equity Holdings USA, LLC. M.	European Bank for Reconstruction and Development
Delaware Management Holdings, Inc	Executive Fliteways, Inc.	Gartner, Inc., Gartner UK Limited

**List of All Entities Searched (Cont'd)**

GE Capital Information Technology Solutions, Inc. d/b/a Ikon Financial Services	Harris County	Jason Siner
General Electric Capital Corporation	Health Care Service Corporation	JFK International Air Terminal LLC
Gensler and Associates/Architecture Inc.	Henegan Construction Co., Inc.	JPMorgan Chase Bank, N.A.
GLG Partners LP	Hilliard Farber & Co., Inc.	Kapalua Bay, LLC
Global Thematic Opportunities Fund LP	HST Lessee SNYT Lessee	Keane, Inc.
GMAC LLP	HWA 555 Owners, LLC	Korea Development Bank
Goldman, Sachs & Co.	Hypo Investmentbank AG	Korea Investment & Securities Co., Ltd.
Government Of Singapore Investment Corporation Pte, Ltd.	ICAP North America Inc.	LandAmerica Financial Group, Inc.
Green Tree Servicing LLC	Ikon Office Solutions, Inc.	Legacy Properties, LLC
Greg Georgas, et al	ING Bank, FSB	Lewtan Technologies, Inc.
GSA Capital Partners LLP	Institutional Benchmarks	Liquidpoint
Hale Avenue Borrower, LLC	Intechra LLC	Lyon Capital Ventures
Hana Financial Group, Inc.	Interactive Data Corporation	M. Arthur Gensler Jr. & Associates, Inc.
Hanover Moving & Storage Co. Inc.	Interface Cable Assemblies and Services Corp. a/k/a ICAS	Mack-Cali Realty Lp
Harbinger Capital Partners Master Fund I, Ltd. (f/k/a Harbert Distressed Investment Master Fund Ltd.)	International Business Machines Corporation	Main Street Natural Gas, Inc.
Harbinger Capital Partners Special Situations Fund L.P.	Intralinks, Inc.	Marshall & Ilsley Trust Company, N.A.
Harbert Distressed Investor Master Fund Ltd.	Intuition Publishing, Inc.	Marshall Funds, Inc. and Marshall & Ilsley Trust Company, N.A.
	Investcorp Interla	McLennan County
	Iris Software, Inc.	Meridian Comp of New York, Inc. d/b/a CHD Meridian Healthcare
	Iron Mountain Information Management, Inc.	
	Jana Partners LLC	
	Jarden Corporation	

**List of All Entities Searched (Cont'd)**

Metropolitan Life Insurance Company	New York Stock Exchange, LLC, f/k/a New York Stock Exchange Inc	Pursuit Capital Partners Master (Cayman) Ltd.
Microsoft Corporation	Newedge USA, LLC	Pursuit Opportunity Fund I Master Ltd.
Microsoft Licensing, GP	Nomura Holding America, Inc.	Qwest Corporation and Qwest Communications Corporation
Millenium Partners LP	Normandy Hill Capital, L.P.	Raven Asset Management
Missouri Department of Revenue	Northgate Minerals Corporation	Region Marche
Misys IQ LLC	NPD Group Inc.	Reliance Globalcom Services, Inc.
Mizuho Corporate Bank, Ltd.	NYSE Euronext, Inc.	Reliant Energy Services, Inc
Monument Realty LLC	Occidental Energy Marketing, Inc.	River Capital Advisors, Inc
Moody's Investors Service	Office of Thrift Supervision	Rockefeller Center Management Corporation
Morgan Stanley & Co. Incorporated	Open Solutions Inc	Rockefeller Center North, Inc.
MSS Distressed & Opportunites 2	Overstock.com, Inc.	Rockefeller Group Development Corporation
MSTD, Inc.	Pacific Gas & Electric Company	Rock-Forty-Ninth LLC
Murex North America Inc.	Panton Master Fund, L.P.,	Royal Bank America
National Australia Bank Limited	Parsec Trading Corp	Russell Investment Group, Inc.
National Bank of Canada Inc., National Bank of Canada Financial Inc.	Payreel, Inc.	Salem Five Cents Savings Bank
National Bank Financial Inc.	Pension Benefit Guaranty Corporation	Shareholders of Novastar Financial, Inc.
Netapp, Inc. and Network Appliance Limited	PJM Interconnection, L.L.C.	Shinsei Bank, Limited
New York State Common Retirement Fund	PNMR Services Company	SMBC Capital Markets, Inc.
New York State Department of Taxation and Finance	Powerex Corp	Société Générale
	PT Bank Negara Indonesia	Somerset Properties SPE, LLC
	Public Service of North Carolina	
	Pursuit Capital Partners	

**List of All Entities Searched (Cont'd)**

Sp4 190 S. Lasalle, L.P.	Sungard Securities Finance LLC	The Walt Disney Company
Spiral Binding Company Inc.	Svenska Handelsbanken AB (Publ)	The Wilson Law Firm, P.C.
Sprint Nextel Corporation	Tangoe, Inc	Thomson Reuters Corporation
State Street Bank And Trust Company	Tarrant County	Thomson Reuters PLC
Stark Investments	Tata American International Corporation	Thrupoint, Inc.
Strategic Value Partners LLC	Tata Communications Services (America) Inc. f/k/a VSNL America, Inc.	Tiger Asia Overseas Fund, Ltd.
Structure Consulting Group, LLC	Thames River Capital LLP	Tishman Speyer Properties, L.P.
Structure Tone Inc.	The Bank of New York Mellon	Tradeweb Markets LLC
Successfactors, Inc.	The Bank of Tokyo-Mitsubishi UFJ, Ltd.	Training The Street, Inc.
Sumitomo Mitsui Banking Corporation	The Brickman Group, Ltd.	Transcanada Pipelines Limited
Sumitomo Mitsui Banking Corporation Brussels Branch	The Central Puget Sound Regional Transit Authority	Transcanada Pipelines Tower
Summit Systems, Inc.	The Joint Administrators of the Lehman European Group Administration Companies	Triple Point Technology, Inc.
Sun Microsystems, Inc.	The Juilliard School	Trophy Hunter Investments Ltd
Sungard Asset Management Systems LLC	The Liverpool Limited Partnership	True Friend 4th Securitization Specialty Co., Ltd.
Sungard Availability Services LP	The Royal Bank of Scotland PLC	Turnberry Leveraged Credit Master Fund, L.P.
Sungard Business Integration Ltd.	The Russell Financial Group	Tuxedo TPA Owner LLC
Sungard Expert Solutions LLC	The Taarp Group, LLP	U.S. Bank National Association
Sungard Institutional Brokerage, Inc.	The Toronto-Dominion Bank	UBS Financial Services Inc.
Sungard Investment Systems LLC f/k/a Sungard Investment Systems Inc.	The Vanguard Group, Inc.	UBS Financial Services Incorporated of Puerto Rico
		UBS International Inc.
		UBS Securities LLC
		United Parcel Service, Inc.

**List of All Entities Searched (Cont'd)**

Verizon Communications Inc.

Vignette Europe Limited

Vollers Excavating &  
Construction, Inc.

VVA, LLC

Washington Mutual Bank

Washington Mutual, Inc.

Wells Fargo & Co.

Wells Fargo, N.A.

Westlb AG, New York Branch

William Kuntz

Wilmington Trust Company, as  
Indenture Trustee

WSG Development Company

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**Exhibit 2: Parties on Conflicts Checklist Currently Being Searched by  
Conflicts Department**

**50 Largest Bond Holders**

1. PIMCO Advisors LP
2. Franklin Advisors Inc.
3. American Life Insurance Company
4. Capital Research and Management
5. Fidelity Management and Research
6. Federated Investors
7. Loomis Sayles & Company L.P.
8. Sun Life Assure Co. of Canada
9. Phillips Hager & North Investment Management
10. United States – Indices
11. Alpha Mutual Fund Management
12. Teachers Insurance and Annuity Association
13. Northwest Mutual Life Insurance Company
14. AXA Equitable Life Insurance Company
15. BBVA Gestión SA SGIIC (Spain)
16. Prudential Insurance Company of America
17. Riversource Life Insurance Company
18. Van Kampen Asset Management
19. Zurich American Insurance Company
20. Jackson National Life Insurance
21. John Hancock Life Insurance Company
22. Hartford Life Insurance Company
23. ALFA Mutual Fire Insurance Company
24. PIMCO Funds Global Investors
25. Advanced Series Trust
26. AETNA Life Insurance Company
27. NATIXIS Asset Management Advisors
28. Guardian Life Insurance Company
29. T. Rowe Price Associates
30. Principal Life Insurance Company
31. Medical Liability Mutual Insurance Company
32. Western Asset Management Company
33. Continental Casualty Company
34. John Hancock Investment Management Services
35. Franklin Templeton Investments
36. Thrivent Financial for Lutherans
37. Transamerica Life Insurance Company
38. Metropolitan West Capital Management
39. Prudential Financial Inc.
40. American Family Life Assurance Company
41. Blackrock Advisors
42. Liberty National Life Insurance Company

**Parties Currently Being Searched (cont'd)****100 Largest Unsecured Creditors other than Bondholders**

43. Commonwealth Bank of Australia, Tokyo Branch
44. CW Lending II Limited
45. Dimension Data
46. Origin HR Consulting Limited
47. Banctec Ltd.
48. The British Land Company PLC
49. London Borough of Tower Hamlets Rates
50. McKee Nelson LLP
51. YXIME
52. Caldwalader, Wickersham, and Taft
53. Sidley Austin Brown & Wood
54. JQ Network PTD Limited
55. Reuters America Inc.
56. Network Appliance, Inc.
57. Clifford Chance
58. Ernst & Young
59. Hewlett-Packard AP (HONG KONG) LIMITED
60. CDW Direct LLC
61. Virtx
62. Linklaters
63. Allen & Overy
64. Reuters Limited
65. Paul Weiss
66. Kim & Chang
67. Ernst and Young Private Limited
68. Deutsche Borsche AG
69. Thompson Financial
70. Anjarlekar & Associates
71. Pricoa Relocation UK Limited
72. Davis, Polk and Wardwell
73. Linklaters, S.L.
74. Ashurst Morris Crisp
75. National Commerce bank
76. ZKB (Zurcher Kantonalbank)
77. Information Builders Inc.
78. TIBCO Software, Inc.
79. Dell Marketing L.P.
80. Fidessa Plc.
81. London & European Title Insurance Services Ltd.
82. Haworth Singapore PTE Ltd.
83. 1221 Avenue of the Americas \*
84. 55 Broadway \*
85. Morse Service Holdings Limited

**Parties Currently Being Searched (cont'd)**

86. Swapswire Limited
87. Kingston Communications PLC
88. Vertex Mortgage Services
89. Drowst Trading, LLC
90. Compucenter (UK) Ltd.
91. Canary Warf Management Limited
92. WIPRO Infotech Enterprise Solutions
93. 767 Fifth Ave \*
94. 125 Broad Street \*
95. Morse Group Limited
96. Mace Limited

**Significant Landlords**

- Rock Forty Ninth LLC
- Huron Consulting Group LLC
- WPGH, LLC
- 70 Hudson Street, LLC
- Monarch Centre Associates, LLC
- Consultatio Inversora S.A.
- MJH Wacker LLC
- Eastrich No. 167 Corporation
- MCPR Unit V LP, S.E.
- Middlefield Park Associates
- 1111 Brickell Office, LLC
- Lempira S.R.L., R.U.C.
- Telwares, Inc.
- Archipelago Holdings, Inc.
- Teachers Insurance and Annuity Assoc. of America
- Palm Beach Park Centre 4, LLC
- Nine Penn Center Associates, LP
- San Diego - Frazee, LLC
- Columbia Center Property LLC
- CT Tower Investments Inc
- Clifford Chance US LLP
- Crescent TC Investors LP
- WA 555 Owners, LLC
- HQ Global Workplaces
- Four Point Star Operating Company, L.P.
- HQ Global Workplaces
- 20 CCC Business Trust
- 605 Third Avenue Fee LLC
- CMD ST Financial Centre, LLC
- CPR (USA) Inc.

**Parties Currently Being Searched (cont'd)**

- SLG 220 News Owner LLC
- B&R 919, LLC
- Argonne Capital Group
- PCC Properties (Calgary) Ltd.
- JBC Funds 200 West Monroe LLC
- 300 Main L.L.C.
- Normandy Real Estate Partners
- Texas Tower Limited
- Guggenheim Concourse, L.P.
- 101 Hudson Leasing Associates
- New Tower Trust Company Multi-Employer Property Trust
- CA-10880 Wilshire Limited Partnership
- Sharon Land Company, LLC
- Deutsche Immobilien Fonds Aktiengesellschaft
- Stillwater Development, LLC
- 50 Broadway Realty Corp.
- 85 Tenth Avenue Associates, LLC
- BP 399 Park Avenue LLC
- Clearbridge Advisors, LLC (f/k/a CAM North America, LLC)
- Historic TW Inc.
- Pricewaterhouse Coopers, LLP
- The Irvine Company LLC
- Regus do Brasil, Ltd
- JDJ Properties, Inc.
- Millennium De Investimentos Imobiliarios LTDA
- HQ Global Workplaces
- The Realty Associates Fund VIII, L.P.
- For 1031 Heritage II LLC
- Denver United LLC
- Lehman Brothers Holdings, Inc.
- Courtside West, LLC
- Brandywine Office Investments LLC
- NBS Brookside 700/800, L.L.C.
- Mackenzie Financial Corporation
- Creekside Business Mall LLC
- Wacker Drive Limited Partnership
- CB Office 10, Ltd.
- Rosemead Properties, Inc.
- Corridors I & II/Loudoun II SPE Feeco, L.L.C.
- Crown Point, L.L.C.
- Mountain Towers Properties, LLC
- GRE Glendale LLC
- Liberty Property Limited Partnership
- Sandtrap II, Ltd.

**Parties Currently Being Searched (cont'd)**

- The Irvine Company LLC
- Piedmont Operating Partnership, L.P.
- 101 Hudson Leasing Associates
- 5450 West Sahara LLC
- Trizec Westwood Center LLC
- WLA UPU 1 and 2, LLC
- American Center
- 600 Partners Co., L.P.
- Historic TW Inc.
- Custer Court, L.P.
- San Diego- Frazee, LLC
- Beneficiaries of North Star Trust Company Title Holding Land Trust
- Galleria Properties, LLC
- Tempe Fountainhead Corporate, LLC
- Sunray Investments
- National Union Fire Insurance Company of Pittsburgh, PA

**Government and State Regulatory Agencies**

- Securities and Exchange Commission
- State Blue Sky Laws in all 50 states and Puerto Rico
- Federal Deposit Insurance Corporation (LB Bank, LB Commercial Bank)
- Office of the Comptroller of Financial Institutions (Lehman Brothers Trust Co.)
- Federal Energy Regulatory Commission (Lehman Brothers Commodity Services Inc.)
- Utah Commissioner of Financial Institutions (LB Commercial Bank)
- State Bank Commissioner of the State of Delaware (Lehman Brothers Trust Company of Delaware)
- Financial Industry Regulatory Authority (non-governmental)
- National Futures Association (non-governmental)

**Members of Ad Hoc or Unofficial Creditors' Committees – Those formed prior to the Commencement Date, to the extent known at the Commencement Date**

1. The Ad Hoc Committee of Bondholders of the Main Street Natural Gas, Inc. Gas Project Revenue Bonds
  - Capital Research Management Co.
  - Franklin Federal Intermediate-Term-Tax-Free Income Fund
  - Franklin Federal Tax-Free Income Fund
  - Franklin Georgia Tax-Free Income Fund
  - Franklin High-Yield Tax-Free Income Fund
  - Franklin Advisors LP
  - Oppenheimer Funds, Inc.

Parties Currently Being Searched (cont'd)

- Independence Holding Co.
  - Allstate Insurance Co.
2. Informal LBHI Bondholder Group
- members not listed

**Significant Stockholders – If Debtor is a corporation, any significant stockholders (greater than 5%).**

- |                                                 |       |
|-------------------------------------------------|-------|
| • AXA and related parties                       | 7.25% |
| • Clearbridge Advisors, LLC and related parties | 6.33% |

**Directors and Officers – Current and former (up to three years) members of the corporation's board of directors and its officers.**

- Riccardo Banchetti (current)
- Jasjit S. Bhattal (current)
- Gerald A Donini (current)
- Eric Felder (current)
- Michael Geband (current)
- Alex Kirk (current)
- Hyung S. Lee (current)
- Stephen M. Lessing (current)
- Herbert H. McDade III (current)
- Christian Meissner (current)
- George H. Walker (current)
- David Coles (current)
- James Fogarty (current)
- Bryan Marsal (current)
- Joseph M. Gregory (former)
- Jonathan Beyman (former)

**Underwriting Investment Bankers for Debtor's securities for all securities issued or outstanding on the Commencement Date or during the three years prior to the Commencement Date.**

- Hoare Govett, Ltd.
- Merrill Lynch
- ABN AMRO Rothschild

**Parties Currently Being Searched (cont'd)****Potential Parties in Interest**

3. Federal Reserve Bank of New York
4. Arapahoe County Treasurer
5. Providence Equity Partners
6. Newport Global Advisors LP
7. Altova, Inc.
8. NY State Department Of Taxation and Finance
9. Deustche Bank Securities Inc.
10. Caixa Geral De Depositos, S.A.
11. 8 Sound Shore Associates LLC
12. Chuo Mitsui Trust And Banking Co.
13. The Chuo Mitsui Trust And Banking Co., Ltd
14. Yildiz Holdings, Inc.
15. Godiva Chocolatier, Inc.
16. Office Of The United States Attorney
17. Counsel To Australia And New Zealand Banking
18. Telecom Italia Capital S.A.
19. Oracle Credit Corporation
20. Eaton Corporation
21. TW Telecom Inc.
22. Bankruptcy Creditors' Service, Inc.
23. Union Bank Of California, N.A.
24. United Bank Of California, N.A.
25. Mansfield ISD
26. Burleson, ISD
27. Travelers National Accounts
28. Oversea-Chinese Banking Corp. Ltd.
29. Fondo Latinoamericano De Reservas
30. Trading Technologies International
31. Costello Maione Schuch Inc.
32. Government of Guam Retirement Fund
33. Northern Ireland Governmental Officers Superannuation Committee
34. City of Edinburgh Council as Administrating Authority of the Lothian Pension Fund
35. Operating Engineers Local 3 Trust Fund
36. Binding Company, Inc.
37. BIM
38. VITA
39. Assicurazioni
40. Milano
41. Popolare
42. Banca Sai
43. Systema
44. Novara
45. Swedbank
46. Arab Bank

**Parties Currently Being Searched (cont'd)**

47. Bank Pekao
48. GL Trade
49. EZE Castle
50. Federal Home Loan Bank of Atlanta
51. Greenbriar Minerals, LLC
52. Caisse De Depot et Placement du Quebec
53. Members of Certified Class in Austin, ET AL V. Chisick, ET AL., Case SA CV 01-0971 DOC
54. Residential Funding Company LLC
55. ADV Portfolio Tech
56. INF SRVS
57. Wall St Concepts
58. Kraft Foods Inc.
59. AB Bankas
60. Och-Ziff
61. Crossroads Investment Advisors
62. Sun Trust Banks, Inc.
63. Dell Marketing L.P.
64. National Cinemedia, Inc.
65. Margolis Edelstein
66. First Trust Portfolios L.P.
67. First Trust Advisors L.P.
68. Bondwave LLC
69. Avista Corp.
70. Thomas P. Dinapoli, as Sole Trustee of The NY State Common Retirement Fund
71. Pacific Coast Cap. Partners, LLC

**Affiliations of Outside Directors**

- Michael L. Ainslie
  - director - The St. Joe Company
  - director - Lehman Brothers Bank, FSB
  - trustee - Vanderbilt University
  - Member (and the chairman emeritus) of the Board of Directors of The Posse Foundation, Inc.
- John F. Akers
  - director - W.R. Grace & Co
- Roger S. Berlind
  - governor - The Broadway League
- Thomas H. Cruikshank
- Marsha Johnson Evans
  - director - Weight Watchers International, Inc.
  - director - Huntsman Corporation
  - director - Office Depot, Inc.
  - director - Naval Academy Foundation

**Parties Currently Being Searched (cont'd)**

- director - America's Development Foundation.
- advisory board - LPGA
- advisory board - Pew Partnership for Civic Change
- Roland A. Hernandez
  - director of MGM Mirage
  - director - The Ryland Group, Inc.
  - director - Sony Corporation
  - director - Vail Resorts, Inc.
  - advisory board - David Rockefeller Center for Latin American Studies at Harvard University
  - advisory board - Harvard Law School
  - President's Council on International Activities – Yale University
- Henry Kaufman
  - president - Henry Kaufman & Company
  - member (and the chairman emeritus) - Board of Trustees of the Institute of International Education
  - member - Board of Trustees of New York University
  - member (and the chairman emeritus) - Board of Overseers of the Stern School of Business of New York University
  - member - Board of Trustees of the Animal Medical Center
  - member of the Advisory Committee to the Investment Committee of the International Monetary Fund Staff Retirement Plan
  - member of the Board of Governors of Tel-Aviv University treasurer (and former trustee) of The Economic Club of New York.
- John D. Macomber
  - director - Collexis Holdings, Inc.
  - director - Stewart & Stevenson LLC
  - chairman - Council for Excellence in Government
  - vice chairman - Atlantic Council
  - trustee - Carnegie Institution of Washington
  - trustee - Folger Library
- Sir Christopher Gent
  - director - Ferrari SpA
  - senior advisor - Bain & Company, Inc.
  - advisory board - Reform

**Professionals Employed by the Company**

- Heller Ehrman LLP
- McKenna Long & Aldridge LLP
- Hahn Loeser & Parks LLP
- Thacher Proffitt & Wood LLP
- Simpson Thacher & Bartlett LLP
- Ernst & Young

**Parties Currently Being Searched (cont'd)**

- PricewaterhouseCoopers
- McKee Nelson
- DLA Piper
- White & Case
- Sidley Austin LLP
- Andrews & Kurth LLP
- Herrick & Feinstein MMOR Consulting
- Kramer Levin Naftalis & Frankel LLP
- Latham & Watkins, LLP
- Schulte, Roth, & Zabel LLP
- Ballard Spahr Anders & Ingersoll, LLP
- Benesch, Fiedlander, Coplan & Arnoff LLP
- Hunton & Williams LLP
- Miller Canfield Paddock Stone
- Kepley Brouscious & Biggs
- Krieg Devault LLP
- Click & Null, P.C.
- Sonnenschein Nath & Rosenthal
- Burns, White & Hickton
- Windels Marx Lane & Mittendorf, LLP
- Woodbury & Santiago, P.A.
- Blake Cassels & Graydon LLP
- Willkie Farr & Gallagher LLP
- Jeffer, Mangels, Butler & Marmaro
- Menter, Rudin & Trivelpiece, P.C.
- Tremam, Kemker, Scharf, Barkin, Frye, O'Neill & Mullis
- Mercer Marsh & McLennan Companies
- Allen & Overy LLP
- Brand Law Group, PC
- Akerman Senterfitt
- Foster, Graham, Milstein & Calisher, LLP
- Reilly Pozner & Connolly LLP
- Dorsey & Whitney LLP
- Paul, Weiss, Rifkind, Wharton & Garrison LLP
- MM Arizona Holdings LLC
- Snell & Wilmer
- Squire, Sanders & Dempsey L.L.P.,
- Lewis and Roca LLP
- Hahn Loeser & Parks LLP
- Sills Cummis & Gross P.C.
- Cadwalader, Wickersham & Taft LLP
- Skadden, Arps, Slate, Measgher & Flom LLP
- Carrington, Coleman, Sloman & Blumenthal, L.L.P.
- Prickett Jones & Elliott, P.A.

**Parties Currently Being Searched (cont'd)**

- Conway and Mrowiec
- Gianni, Origoni Grippo & Partners
- Kleyr Grasso Associes
- Cederquist
- Mitsui Company
- LS Horizon Ltd.
- Herbert Smith Ltd.
- Oh-Ebashi LPC & Partners
- Morrison & Foerster LLP
- Freshfields Bruckhaus Deringer
- NBP Clems
- HBN Law
- L.B. Smithplein 3
- Pite Duncan
- Akerman Senterfitt
- Baker & McKenzie LLP
- Bloom Murr & Accomazzo, P.C.
- Foster, Graham, Milstein & Calisher, LLP
- Houser & Allison, APC
- Jones Day
- Sills Cummis Epstein & Gross P.C.
- Tompkins, McGuire, Wachenfeld & Barry LLP
- Latham & Watkins LLP
- Davies Ward Phillips & Vineberg
- Einstein Malanchuk LLP
- Gibson, Dunn & Crutcher LLP
- Paul, Hastings, Janofsky & Walker LLP
- Dechert LLP
- Hogan & Hartson
- Cox Castle Nicholson
- Morrison & Forster
- Stroock, Stroock & Lavan

**Litigation Claimants**

- City of Cleveland, Ohio
- First Alliance Mortgage Company Class Action
- IPO Class Actions
- Breakaway Solutions Inc.
- In re Public Offering Antitrust Litigation (consolidated class action)
- In re Issuer Plaintiff Initial Public Offering Fee Antitrust Litigation (consolidated class action)
- In re Mirant Corporation Securities Litigation (class action)
- Research Analyst Independence Litigations

**Parties Currently Being Searched (cont'd)**

- In re Lehman Brothers Holdings, Inc. Derivative Litigation (Garber, Staehr, Locals 302 & 612 of the International Union of Operating Engineers-Employers Construction Industry Retirement Trust, and Saginaw Police & Fire Pension Board, plaintiffs)
- Annuity Fund et al. v. Lehman Brothers Holdings, Inc., et al.
- Fogarazzo, et al. v. Lehman Brothers Inc., et al. Claude A. Reese
- Fogel Capital Management, Inc.
- Operative Plasterers and Cement Masons International Association Local 262 Annuity Fund
- Electronic Trading Group, LLC
- Forza Capital Management, L.L.C.
- BHL Capital Partners L.P.
- Alaska Electrical Pension Fund
- Alex E. Rinehart
- City of Cleveland
- Keith Carpenter
- Keith Cheng
- Oliver Cheng
- Mary Helbeyn
- Elizabeth Foster
- Hugh D. Barton
- David Trent
- Mark Montag
- Bader & Yakaitis P S P & Trust
- J. Bader

**100 Largest Holders of Trade Debt**

1. Network Appliance Inc.
2. Information Builders Inc
3. Tibco Software, Inc.
4. CDW Direct LLC
5. Dell Marketing L.P.
6. Rittal Corporation
7. AC Nielsen Company
8. Ernst & Young LLP
9. Northrop Grunman
10. Diversified Global Graphics Group DG3
11. Hewlett Packard Company
12. Storage Technology Corp
13. RR Donnelley Receivables Inc.
14. Video Corporation Of America
15. Rolfe & Nolan Systems Inc.
16. Cushman & Wakefield Inc.
17. Michael Stapleton Associates
18. A V Services Inc.

**Parties Currently Being Searched (cont'd)**

19. Automated Securities Clearance Ltd.
20. Computer Associates International Inc.
21. Integreon Managed Solutions
22. Clayton Fixed Income Services, Inc.
23. Allen & Overy
24. DBRS Inc.
25. Wipro Technologies
26. Alpha Office Supplies Inc.
27. Logical Information Machines
28. Acronis, Inc.
29. AFD Contract Furniture Inc.
30. Key Systems
31. Ayco Services Agency Inc.
32. Wombat Financial Software, Inc.
33. Trimont Real Estate Advisors Inc.
34. Liquid Engines, Inc.
35. CDW Direct LLC
36. Dimension Data
37. Kepner Tregoe Inc.
38. Cyveillance
39. Swets Information Services Inc.
40. Network Appliance Inc.
41. Headstrong Services, LLC
42. Gotham Technology Group
43. EXLservice Holdings Inc.
44. Quest Software Inc.
45. Restaurant Associates
46. Agilysys Nj, Inc.
47. Mellon Analytical Solutions
48. Enterprise Solution Providers Inc.
49. SAS Institute Inc
50. Aperture Technologies
51. Lexis-Nexis
52. Greenline Financial Technologies Inc.
53. Compliance Data Center Inc.
54. DGWB, Inc.
55. DBRS, Inc.
56. Verrazano Consulting Solutions, LLC
57. Tac Americas, Inc.
58. Lexis Nexis
59. Rainmaker Group LLC
60. Dimension Data
61. Transaction Network Services
62. Nishimura & Partners
63. SOS Security Inc.
64. Polaris Software Lab (India), Ltd.

**Parties Currently Being Searched (cont'd)**

65. 4 Connections LLC
66. Hewlett Packard Company
67. Inconit Corporation
68. ILOG Inc.
69. The Bank Of New York
70. Trilogy Leasing Co. LLC
71. Standard Register
72. KPMG, LLP
73. Infusion Development Corp.
74. Sharon Land Company, LLC
75. Emil Werr
76. Computer Associates International Inc.

**Professionals Retained by Significant Creditor Groups**

- Milbank, Tweed, Hadley & McCloy LLP
- Munsch Hardt Kopf & Harr, P.C.
- Akin Gump Strauss Hauer & Feld LLP

**Utilities**

- Con Edison
- The Hess Corporation
- NSTAR Electirc
- ComEd
- Sempra Energy Solutions
- NYC Water Board
- Cleveland Public Power
- Cleveland Division of Water
- Dominion
- Interstate Gas
- Illuminating
- NEORSD

**Exhibit 3: Firm Representations of Lehman and Parties Affiliated with Lehman**

Client	Description
Independent Directors of the Board of Lehman Brothers Holdings, Inc.:  Michael L. Ainslie John F. Akers Roger S. Berlind Thomas H. Cruikshank Marsha Johnson Evans Sir Christopher Gent Jerry A. Grundhofer Roland A. Hernandez Henry Kaufman John D. Macomber	The independent directors of Lehman Brothers Holdings, Inc. Board of Directors are clients with respect to certain litigation, investigation, and corporate governance matters.
Lehman Brothers Holdings Inc.	Lehman Brothers Holdings Inc. is a current client with respect to certain finance and real estate matters.
Various employees of Lehman Brothers Holdings, Inc.	Various employees were or are clients in certain litigation matters.
Lehman Brothers Bank FSB	Lehman Brothers Bank FSB is a former client with respect to certain finance and real estate matters.
Lehman Brothers Futures Asset Mgmt. Corp.	Lehman Brothers Futures Asset Mgmt. Corp. is a former client with respect to certain financial services matter.
Lehman Brothers, Inc.	Lehman Brothers, Inc. is a former client with respect to certain corporate and securities, finance and real estate, and litigation matters.
Lehman Brothers International	Lehman Brothers International is a former client with respect to certain financial services matters.
Lehman Crossroads Investment Advisers, LP	Lehman Crossroads Investment Advisers, LP is a former client with respect to certain financial services matters.

**Firm Representations for Lehman and Parties Affiliated with Lehman (Cont'd)**

<b>Client</b>	<b>Description</b>
Lehman Crossroads Investment Company, LP	Lehman Crossroads Investment Company, LP is a former client with respect to certain financial services matters.
Lehman Brothers – Investment Management	Lehman Brothers – Investment Management is a former client with respect to certain corporate and securities matters.
Lehman Brothers Kuhn Loeb, Inc.	Lehman Brothers Kuhn Loeb, Inc. is a former client with respect to certain corporate and securities matters.
Lehman Brothers Private Equity Advisers LLC	Lehman Brothers Private Equity Advisers LLC is a former client with respect to certain financial services matter.
Lehman Brothers Real Estate Partners	Lehman Brothers Real Estate Partners is a former client with respect to certain real estate matters.
Manufactured Housing Services, Inc.	Manufactured Housing Services, Inc. is a client in certain real estate matters.
Neuberger Berman Asset Management, LLC	Neuberger Berman Asset Management, LLC is a former client with respect to certain financial services matters.
Neuberger Berman Funds	Neuberger Berman Funds is a client in certain financial services matters.
Neuberger Berman Investment Services, LLC	Neuberger Berman Investment Services, LLC is a former client with respect to certain financial services matters.
Neuberger Berman, LLC	Neuberger Berman, LLC is a former client with respect to certain financial services matters.
Neuberger Berman Management, Inc.	Neuberger Berman Management, Inc. is a former client with respect to certain financial services matters.

**Firm Representations for Lehman and Parties Affiliated with Lehman (Cont'd)**

<b>Client</b>	<b>Description</b>
Shearson Lehman Brothers, Inc.	Shearson Lehman Brothers, Inc. is a former client with respect to certain corporate and litigation matters.
Shearson Lehman Hutton, Inc.	Shearson Lehman Hutton, Inc. is a former client with respect to certain litigation matters.

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**EXHIBIT 4: CURRENT REPRESENTATION OF  
PARTIES IN MATTERS POTENTIALLY ADVERSE TO LBHI OR ITS AFFILIATES**

<b>Entity</b>	<b>Description</b>
Aladdin Capital Management	Aladdin Capital Management is a client in certain financial services matters.
Arcus Zenkei Fund	Arcus Zenkei Fund is a client in certain financial services matters.
B&G Foods, Inc.	B&G Foods, Inc. is a client in certain corporate matters.
Carson Wagonlit B.V.	Carson Wagonlit B.V. is a client in certain corporate matters.
CEFDEX	CEFDEX is a client in certain financial services matters.
GSA Capital Partners LLP	GSA Capital Partners LLP is a client in certain financial services matters.
Hana Financial Group, Inc.	Hana Financial Group, Inc. is a client in certain corporate matters.
Jana Partners LLC	Jana Partners LLC is a client in certain financial services matters.
Korea Development Bank	Korea Development Bank is a client in certain corporate matters.
Legacy Properties, LLC	Legacy Properties, LLC is a client in certain corporate and real estate matters.
Millennium Partners LP	Millennium Partners LP is a client in certain financial services matters.
Pursuit Capital Partners	Pursuit Capital Partners is a client in certain financial services matters.
Raven Asset Management	Raven Asset Management is a client in certain financial services matters.

<b>Entity</b>	<b>Description</b>
Stark Investments	Stark Investments is a client in certain finance and real estate matters.
Strategic Value Partners LLC	Strategic Value Partners LLC is a client in certain financial services matters.
Thames River Capital LLP	Thames River Capital LLP is a client in certain financial services matters.
The Bank of New York Mellon Corporation	The Bank of New York Mellon Corporation has been a client in certain corporate matters.
The Brickman Group, Ltd.	The Brickman Group, Ltd. is a client in certain financial services matters.
The Russell Financial Group	The Russell Financial Group is a client in certain corporate and financial services matters.
Wells Fargo & Co.	Wells Fargo & Co. is a client in certain real estate matters.

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**Exhibit 5: Representations of Certain Parties in Interest in Matters Unrelated to Debtors' Cases**

<b>Category</b>	<b>Entity</b>	<b>Description</b>
Unsecured creditors – LBHI	AOZORA Bank	AOZORA Bank is not a client of Dechert, but Dechert has represented and currently represents a number of affiliates of AOZORA Bank in certain litigation matters.
Unsecured creditors – LBHI	Bank of China, New York Branch	Bank of China, New York Branch is not a client, but certain affiliates of Bank of China are clients of Dechert in certain litigation matters.
Unsecured creditors – LBHI	BNP Paribas	BNP Paribas is a former client. Dechert also has represented and currently represents a number of affiliates of BNP Paribas in certain corporate, finance and real estate, financial services, intellectual property, and litigation matters.
Unsecured creditors – LBHI	Citibank, N.A.	Dechert has represented and currently represents Citigroup N.A. and a number of its affiliates in certain bankruptcy, corporate, financial services, and litigation matters.
Unsecured creditors – LBHI	Citibank N.A. Hong Kong Branch	Citibank N.A. Hong Kong Branch is not a client of Dechert, but Dechert has represented and currently represents a number of affiliates of Citibank N.A. Hong Kong Branch in certain corporate and litigation matters.

**Representations of Parties in Interest in Unrelated Matters (Cont'd)**

<b>Category</b>	<b>Entity</b>	<b>Description</b>
Unsecured creditors – LBHI	KBC Bank NV	KBC Group NV, the parent of KBC Bank NV, is a client in an unrelated matter. Certain affiliates of KBC Group NV are former clients in certain corporate, finance and real estate, financial services, and litigation matters.
Unsecured creditors – LBHI	Lloyds Bank	Dechert has represented and currently represents Lloyds Bank and a number of its affiliates in certain finance and real estate, financial services, and litigation matters.
Unsecured creditors – LBHI	Mizuho Bank, Ltd.	Mizuho Bank, Ltd. is not a client of Dechert, but Dechert has represented and currently represents a number of affiliates of Mizuho Bank, Ltd. in certain financial services and litigation matters.
Unsecured creditors – LBHI	National Australia Bank Limited	Dechert has represented National Australia Bank Limited and one of its affiliates in certain finance and real estate matters.
Unsecured creditors – LBHI	Shinsei Bank Ltd.	Shinsei Bank Ltd. is a former client in unrelated matters. Dechert has represented and currently represents a number of affiliates of Shinsei Bank Ltd. in certain corporate, finance and real estate, financial services, and litigation matters.

**Representations of Parties in Interest in Unrelated Matters (Cont'd)**

Category	Entity	Description
Unsecured creditors – LBHI	Standard Chartered Bank	Dechert has represented and currently represents Standard Chartered Bank and a number of its affiliates in certain corporate and financial services matters.
Unsecured creditors – LBHI	Sumitomo Mitsubishi Banking Corp.	Sumitomo Mitsubishi Banking Corp. is a former client. Dechert has represented and currently represents a number of affiliates of Sumitomo Mitsubishi Banking Corp. in certain corporate, finance and real estate, litigation, and tax matters.
Unsecured creditors – LBHI	The Bank of New York Mellon Corporation (“BONY Mellon”)	Dechert has represented and currently represents BONY Mellon and a number of its affiliates in certain bankruptcy, corporate, finance and real estate, intellectual property, litigation, and tax matters.
Unsecured creditors – LBHI	The Bank of Nova Scotia Singapore Branch	The Bank of Nova Scotia and one of its affiliates is a former client in certain corporate, finance and real estate, financial services, and litigation matters.
Unsecured creditors – LBHI	The Bank of Tokyo-Mitsubishi UFJ, Ltd. (successor to UFJ Bank Limited)	The Bank of Tokyo-Mitsubishi UFJ, Ltd. is not a client of Dechert, but Dechert has represented and currently represents a number of affiliates of The Bank of Tokyo-Mitsubishi UFJ, Ltd. in certain finance and real estate, financial services, and litigation matters.

**Representations of Parties in Interest in Unrelated Matters (Cont'd)**

<b>Category</b>	<b>Entity</b>	<b>Description</b>
Secured creditors	JPMorgan Chase & Co.	Dechert has represented and currently represents JPMorgan Chase & Co. and a number of its affiliates in certain corporate, finance and real estate, financial services, litigation and tax matters.
Secured creditors	MetLife	Dechert has represented and currently represents MetLife and a number of its affiliates in certain corporate, finance and real estate, financial services, and litigation matters.
Secured creditors	State Street Global Advisors	State Street Global Advisors is not a client of Dechert, but Dechert has represented and currently represents a number of affiliates of State Street Global Advisors in certain bankruptcy, corporate, finance and real estate, financial services, intellectual property, and litigation matters.
Potential Parties in Interest	AboveNet Communications, Inc.	Abovenet, Inc., which appears to be an affiliate of AboveNet Communications, Inc., is a client in a litigation matter.
Potential Parties in Interest	Accenture LLP	Accenture LLP is not a client. However, Dechert has formerly represented certain affiliates of Accenture LLP in certain corporate and intellectual property matters.

**Representations of Parties in Interest in Unrelated Matters (Cont'd)**

<b>Category</b>	<b>Entity</b>	<b>Description</b>
Potential Parties in Interest	AIG Financial Products Corp. AIG Global Investment Corporation	Both AIG Financial Products Corp. and AIG Global Investment Corporation are clients of Dechert with respect to certain bankruptcy, finance and real estate, financial services, litigation and tax matters.
Potential Parties in Interest	Aladdin Capital Management	Aladdin Capital Management is a client in certain financial services matters.
Potential Parties in Interest	Allianz Global Investors AG	Allianz Global Investors AG is not a client, but several of its affiliates are clients in certain finance and real estate, financial services, and litigation matters.
Potential Parties in Interest	Amber Capital Investment Management	Amber Capital Investment Management is not a client, but Dechert does represent Amber Capital LP, an affiliate, in certain financial services matters.
Potential Parties in Interest	Arcus Zenkei Fund	Dechert represents an affiliate of Arcus Zenkei Fund in certain financial services matters.
Potential Parties in Interest	AT&T Inc.	AT&T Inc. is not a client, however Dechert formerly represented a subsidiary of AT&T Inc. in a litigation matter.
Potential Parties in Interest	B&G Foods, Inc.	B&G Foods, Inc. is a client in certain corporate matters.

**Representations of Parties in Interest in Unrelated Matters (Cont'd)**

<b>Category</b>	<b>Entity</b>	<b>Description</b>
Potential Parties in Interest	Bank of America, N.A.	Bank of America, N.A. is a client in certain corporate, finance and real estate, financial services and litigation matters.
Potential Parties in Interest	Bank of Montreal	Bank of Montreal is not a client. However, certain affiliates of Bank of Montreal are clients in certain corporate and finance and real estate matters.
Potential Parties in Interest	Barclays Capital Inc.	Dechert has represented and currently represents Barclays Capital Inc. and a number of its affiliates in certain bankruptcy, corporate, financial services, government, intellectual property, litigation, and tax matters.
Potential Parties in Interest	Bloomberg L.P.	Bloomberg L.P. is a former client with respect to certain finance and real estate matters.
Potential Parties in Interest	BP Corporation North America Inc.	BP Corporation North America Inc. is a subsidiary of BP America Inc. Dechert currently represents certain affiliates of BP America Inc. in certain litigation matters.
Potential Parties in Interest	California Public Employees Retirement System ("Calpers")	Dechert has represented several affiliates of Calpers in certain finance and real estate matters.

**Representations of Parties in Interest in Unrelated Matters (Cont'd)**

<b>Category</b>	<b>Entity</b>	<b>Description</b>
Potential Parties in Interest	Canadian Imperial Bank of Commerce	Canadian Imperial Bank of Commerce and certain affiliates are former clients with respect to certain finance and real estate and financial services matters.
Potential Parties in Interest	Cantor Fitzgerald	Cantor Fitzgerald is a former client with respect to certain corporate and litigation matters.
Potential Parties in Interest	Carlson Wagonlit B.V.	Carlson Wagonlit B.V. is a client in certain corporate and litigation matters.
Potential Parties in Interest	CB Richard Ellis, Inc.	CB Richard Ellis, Inc. and several subsidiaries are clients with respect to certain securitization matters.
Potential Parties in Interest	CEFDEX	Dechert represents an affiliate of CEFDEX in certain financial services matters.
Potential Parties in Interest	CommerzBank A.G.	CommerzBank A.G. is a client in certain corporate, finance and real estate, and financial services matters.
Potential Parties in Interest	Credit Suisse	Credit Suisse and its affiliates are clients in certain corporate, finance and real estate, financial services, litigation, and tax matters.
Potential Parties in Interest	Currenex, Inc.	Currenex, Inc. is a client in certain financial services matters.

**Representations of Parties in Interest in Unrelated Matters (Cont'd)**

<b>Category</b>	<b>Entity</b>	<b>Description</b>
Potential Parties in Interest	D.E. Shaw Oculus Portfolios, L.L.C.	Dechert formerly represented D.E. Shaw & Co., L.P., an affiliate of D.E. Shaw Oculus Portfolios, L.L.C., in certain employee benefits matters.
Potential Parties in Interest	Delaware Management Holdings, Inc.	Delaware Management Holdings, Inc. is not a client. However, Dechert represents Delaware Management Company, a subsidiary of Delaware Management Holdings, Inc., in litigation matters.
Potential Parties in Interest	Deutsche Bank Trust Company Americas	Deutsche Bank Trust Company Americas is a client in certain corporate, finance and real estate, financial services, litigation, and tax matters.
Potential Parties in Interest	Diversified Credit Investments LLC	Diversified Credit Investments LLC is a former client with respect to certain corporate matters.
Potential Parties in Interest	Dresdner Bank A.G.	Dresdner Bank A.G. is a former client. Dechert currently represents certain affiliates of Dresdner Bank A.G. in certain corporate, intellectual property, and litigation matters.
Potential Parties in Interest	Dresdner Kleinwort Group Holdings LLC	Dresdner Kleinwort Group Holdings LLC is not a client. However, Dechert represents certain affiliates of Dresdner Kleinwort Group Holdings LLC in certain finance and real estate and intellectual property matters.

**Representations of Parties in Interest in Unrelated Matters (Cont'd)**

<b>Category</b>	<b>Entity</b>	<b>Description</b>
Potential Parties in Interest	EDF (Électricité de France) Trading America Management LLC ("EDF")	Dechert has represented and currently represents EDF and a number of its affiliates in certain corporate and financial services matters.
Potential Parties in Interest	Elliott Associates, L.P.	Elliott Associates, L.P. is a client in certain litigation and other matters.
Potential Parties in Interest	European Bank for Reconstruction and Development	Dechert has represented European Bank for Reconstruction and Development in certain finance and real estate matters.
Potential Parties in Interest	Factiva, Inc.	Factiva, Inc. is client in certain litigation matters.
Potential Parties in Interest	Fannie Mae	Fannie Mae is a client in certain finance and real estate, intellectual property, and tax matters.
Potential Parties in Interest	Federal Express Corporation	Dechert formerly represented Federal Express Corporation in certain state tax matters.
Potential Parties in Interest	Federal Home Loan Mortgage Corporation ("Freddie Mac")	Freddie Mac is a client. Dechert currently represents Freddie Mac in certain loan securitization matters. Dechert formerly represented Freddie Mac in certain litigation matters.
Potential Parties in Interest	FMR LLC	FMR LLC is not a client. However, Dechert represents certain affiliates of FMR LLC in certain corporate, employee benefits, financial services, and litigation matters.

**Representations of Parties in Interest in Unrelated Matters (Cont'd)**

<b>Category</b>	<b>Entity</b>	<b>Description</b>
Potential Parties in Interest	Gartner Inc.	Dechert represents Valueact Capital Partners, an affiliate of Gartner Inc., in certain corporate matters.
Potential Parties in Interest	General Electric Capital Corporation	Dechert formerly represented General Electric Capital Corporation on state tax and structured finance matters. Dechert currently represents certain affiliates of General Electric Capital Corporation in certain corporate, finance and real estate, financial services, and litigation matters.
Potential Parties in Interest	GMAC LLP	GMAC LLP and certain affiliates are clients in certain bankruptcy, employee benefits, finance and real estate, intellectual property, litigation and tax matters.
Potential Parties in Interest	Goldman, Sachs & Co.	Dechert represents Goldman, Sachs & Co. in certain securities and tax matters and has represented certain affiliates of Goldman, Sachs & Co. in certain litigation matters.
Potential Parties in Interest	Government of Singapore Investment Corporation	Government of Singapore Investment Corporation is a client in certain corporate and finance and real estate.
Potential Parties in Interest	Green Tree Servicing LLC	Green Tree Servicing LLC is not a client. However, Dechert does represent an affiliate of Green Tree Servicing LLC in a litigation matter.

**Representations of Parties in Interest in Unrelated Matters (Cont'd)**

<b>Category</b>	<b>Entity</b>	<b>Description</b>
Potential Parties in Interest	GSA Capital Partners LLP	GSA Capital Partners LLP is a client in certain litigation matters.
Potential Parties in Interest	Hana Financial Group, Inc.	Hana Financial Group, Inc. is a client in certain corporate matters.
Potential Parties in Interest	ICAP North America, Inc.	ICAP Funds, Inc., an affiliate of ICAP North America, Inc. is a client in certain financial services matters.
Potential Parties in Interest	Ikon Office Solutions, Inc.	Dechert has represented Ikon Office Solutions, Inc. in certain litigation matters.
Potential Parties in Interest	IMD Parent LLC	Hellman & Friedman, an affiliate of IMD Parent LLC, is a former client in a tax matter.
Potential Parties in Interest	ING Bank, FSB	ING Bank, FSB is not a client. However, certain affiliates of ING Bank, FSB are clients in certain corporate, finance and real estate, and financial services matters.
Potential Parties in Interest	International Business Machines Corporation ("IBM")	Valley Technology, Inc., a subsidiary of IBM, is a former client with respect to certain litigation matters.
Potential Parties in Interest	Iron Mountain Information Management, Inc.	Iron Mountain Information Management, Inc. is a subsidiary of Iron Mountain Inc., which is a client in certain corporate matters.

**Representations of Parties in Interest in Unrelated Matters (Cont'd)**

<b>Category</b>	<b>Entity</b>	<b>Description</b>
Potential Parties in Interest	Jana Partners LLC	Jana Partners LLC is a client in certain financial services matters.
Potential Parties in Interest	Jarden Corporation	Dechert represents Penn Fishing Tackle Manufacturing Company, a subsidiary of Jarden Corporation, in a litigation matter. Dechert formerly represented several other subsidiaries of Jarden Corporation in certain bankruptcy and corporate matters.
Potential Parties in Interest	Meridian Healthcare	Meridian Healthcare is not a client. But Dechert does represent certain affiliates of Meridian Healthcare in real estate and litigation matters.
Potential Parties in Interest	Metropolitan Life Insurance Company	Metropolitan Life Insurance Company is a client in certain finance and real estate, financial services, intellectual property, and litigation matters.
Potential Parties in Interest	Microsoft Corporation	Dechert represents Microsoft Corporation in certain litigation matters.
Potential Parties in Interest	Millenium Partners LP	Dechert represents Millenium Partners LP and certain affiliates of Millenium Partners LP in certain litigation and corporate matters.
Potential Parties in Interest	Moody's Investors Service ("Moody's")	Dechert has represented Moody's with respect to certain securitization matters.

**Representations of Parties in Interest in Unrelated Matters (Cont'd)**

<b>Category</b>	<b>Entity</b>	<b>Description</b>
Potential Parties in Interest	Morgan Stanley & Co. Incorporated ("Morgan Stanley")	Morgan Stanley and certain affiliates are clients in certain finance and real estate, litigation, and tax matters.
Potential Parties in Interest	Murex North America Inc.	Dechert currently represents a French affiliate of Murex North America Inc. in certain litigation and tax matters.
Potential Parties in Interest	National Australia Bank Limited	National Australia Bank Limited is a client in certain corporate matters.
Potential Parties in Interest	National Bank of Canada Inc.	Dechert represents Atlantic Asset Management, LLC, an affiliate of National Bank of Canada, in certain corporate matters.
Potential Parties in Interest	Nomura Holdings America, Inc.	Dechert currently represents Nomura Securities International, an affiliate of Nomura Holdings America, Inc., in certain litigation and financial services matters.
Potential Parties in Interest	NYSE Euronext, Inc.	NYSE Euronext, Inc. is a client in certain intellectual property and litigation matters.
Potential Parties in Interest	Pacific Gas & Electric Company	Dechert has represented PG&E National Energy Group, an affiliate of Pacific Gas & Electric Company, in certain government relations matters.
Potential Parties in Interest	Pursuit Capital Partners	Dechert represents certain affiliates of Pursuit Capital Partners in certain financial services matters.

**Representations of Parties in Interest in Unrelated Matters (Cont'd)**

<b>Category</b>	<b>Entity</b>	<b>Description</b>
Potential Parties in Interest	Raven Asset Management	Raven Asset Management is a client in certain financial services matters.
Potential Parties in Interest	Rockefeller Group Development Corporation.	Dechert formerly represented Rockefeller Center Properties, an affiliate of Rockefeller Group Development Corporation, in certain intellectual property and litigation matters.
Potential Parties in Interest	Shinsei Bank, Limited	Shinsei Bank, Limited is a former client with respect to a corporate matter.
Potential Parties in Interest	Société Générale	Dechert formerly represented certain subsidiaries of Société Générale with respect to certain corporate, finance and real estate, financial services, and litigation matters.
Potential Parties in Interest	Stark Investments	Stark Investments and several of its affiliates are clients in certain finance and real estate and financial services matters.
Potential Parties in Interest	Structure Consulting Group, LLC	Dechert formerly represented Structure Consulting Group, LLC with respect to a corporate matter.
Potential Parties in Interest	Sumitomo Mitsui Banking Corporation	Dechert currently represents a European affiliate of Sumitomo Mitsui Banking Corporation in certain corporate matters.
Potential Parties in Interest	Sun Microsystems, Inc.	Sun Microsystems, Inc. is a former client with respect to certain tax matters.

**Representations of Parties in Interest in Unrelated Matters (Cont'd)**

<b>Category</b>	<b>Entity</b>	<b>Description</b>
Potential Parties in Interest	Sungard Asset Management Systems LLC	Sungard Asset Management Systems LLC is not a client. However, several affiliates of Sungard Asset Management Systems LLC are clients in certain litigation matters.
Potential Parties in Interest	Svenska Handelsbanken AB	Svenska Handelsbanken AB is not a client. However, Internet Capital Group, Inc., an affiliate of Svenska Handelsbanken AB, is a client in certain corporate matters.
Potential Parties in Interest	Thames River Capital LLP	Dechert represents certain affiliates of Thames River Capital LLP in certain financial services matters.
Potential Parties in Interest	The Brickman Group, Ltd.	The Brickman Group, Ltd. is a client in certain corporate matters.
Potential Parties in Interest	The Royal Bank of Scotland plc ("RBS")	RBS is a client in certain corporate, finance and real estate, and financial services matters.
Potential Parties in Interest	Russell Investment Group, Inc.	Russell Investment Group, Inc. is a client in certain financial services matters.
Potential Parties in Interest	The Toronto-Dominion Bank	The Toronto-Dominion Bank and several subsidiaries are current clients in certain corporate, financial services, and litigation matters.
Potential Parties in Interest	The Vanguard Group, Inc.	The Vanguard Group, Inc. is a client in certain financial services and litigation matters.

**Representations of Parties in Interest in Unrelated Matters (Cont'd)**

<b>Category</b>	<b>Entity</b>	<b>Description</b>
Potential Parties in Interest	The Walt Disney Company	Dechert formerly represented ABC, Inc., a subsidiary of The Walt Disney Company, in certain litigation matters.
Potential Parties in Interest	Thomson Reuters Plc & Thomson Reuters Corp.	Neither Thomson Reuters Plc nor Thomson Reuters Corp. is a client. However, Dechert does represent Valueact Capital Partners, an affiliate of Thomson Reuters Corp., in certain corporate and finance and real estate matters.
Potential Parties in Interest	Tishman Speyer Properties, L.P. ("Tishman Speyer")	Tishman Speyer is a client in certain real estate matters.
Potential Parties in Interest	U.S. Bank National Association	U.S. Bank National Association is not a client. However, Dechert formerly represented several affiliates of U.S. Bank National Association in certain corporate and finance and real estate matters.
Potential Parties in Interest	UBS Financial Services Inc. ("UBS")	UBS is a current client with respect to certain tax matters. Dechert also currently represents certain affiliates of UBS in certain bankruptcy, corporate, finance and real estate, financial services, employee benefits, litigation, and tax matters.
Potential Parties in Interest	Verizon Communications Inc.	Verizon Communications Inc. is not a client. However, certain affiliates of Verizon Communications Inc. are clients in certain litigation matters.

**Representations of Parties in Interest in Unrelated Matters (Cont'd)**

<b>Category</b>	<b>Entity</b>	<b>Description</b>
Potential Parties in Interest	Washington Mutual Bank	Washington Mutual Bank is a client in certain corporate, finance and real estate, and litigation matters.
Potential Parties in Interest	Wells Fargo & Co. ("Wells Fargo")	Wells Fargo is a client in certain finance and real estate and financial services matters.
Potential Parties in Interest	Wilmington Trust Company	Wilmington Trust Company and several affiliates are clients in certain bankruptcy, corporate, and tax matters.

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